



December 20, 2017

Open Meeting Minutes

Attendance

- Board members present: Caitlin, Calvin, Janet, Jon, Kelli, Zara
- Board member absent: Patrick
- Staff attending: Craig, Linda, Matt, Allie, Shawn
- Owner(s) attending: Wannette Doerrfeld (newly elected board member), Caroline Dieterle

Call to Order

Open session meeting called to order 18:50 pm

New Pioneer Food Co-op, Iowa City

Owner Open Forum

Caroline Dieterle made a request to have chicken potpies in addition to beef

Minutes Approval

October 25, 2017 Regular Meeting Minutes

Cal moved to approve minutes; Kelli seconded; passed 6-0-0

Updates & Committee Reports

Finance Committee Report

- No finance committee meeting this month
- No major changes this month from where we have been; we are treading water
- Matt reported November sales were what were expected, but not as good as hoped
- New data analysis shows a correlation with Trader Joe's opening, but the biggest impact seems to have been in November
- The new Aldi opening appears to have affected the Cedar Rapids store

Coralville Public Library Project

- The director approached Matt and Shawn in November about their café space and asked to submit a proposal
- They feel it gives us a chance to get our name and brand out into the community in a new way
- The Board needs to approve the lease, as it is expected to be over \$10,000 per year (minimum of \$750/month lease, up to \$2,500/month maximum)
- The Board needs to consider whether a member vote is required
- Matt thinks we can make our equipment changes for under \$15,000: espresso machine, self-service cooler, IT equipment, but no plant changes to their facility; all the equipment we would buy for the library could be used in the future at the main stores if needed
- NPC management is thinking about ways to engage new customers with this opportunity and identify marketing options
- Cal made a motion to authorize Matt to move forward; Zara seconded; Jon requested discussion;
- Cal conducted a straw poll to ask if this is worth pursuing: 6-0-0 agreed
- This is arguably an extension of the Coralville operation, not the creation of a new facility

- Cal asked if approving this is in line with the spirit of the articles of incorporation
- It's questionable if we can be successful in expanding our reach if we have to have a member vote every time we do something like this
- Cal recommends we have a threshold for significance
- When asked for her opinion, Caroline Dieterle pointed out that this is not a permanent expansion, and is a much smaller undertaking than others we have done in the past
- Caitlin asserted that the by-laws article is imprecisely written, and does not provide adequate guidance for this type of opportunity
- Cal suggested we could better define this in the by-laws, which the Board is able to approve without a member vote, but we would be transparent about it
- General sentiment that we need to be positioned for success and growth
- Cal stressed that our contract with the library would need to have sufficient legal language to protect our interests in the event of big problems in the future
- To Do: Governance Committee to look into how to handle the articles of incorporation and/or bylaws
- Cal moved to approve the Coralville Library project, subject to legal review of the lease; Zara seconded; approved 6-0-

Update from Matt about hiring a consultant for project management

- Matt informed the board of a temporary consultancy relationship with Patrick Brickel, one of the current board members
- Patrick disclosed the relationship in a timely manner, and has acknowledged that he will be subject to the board's conflict of interest policy from article 5 in the by-laws, section 5.6

CBLD Contract

- Discussion about whether to make any changes
- We have a couple board members who plan to attend CBLD trainings this year

- Jon moved to approve renewing the contract; Janet seconded; approved 6-0-0

Preview Items: Board Calendar

CBLD Events

- January 6, 2018 training in Minneapolis
 - Board Leadership 101: “Building a great relationship with your GM”
 - Applied Governance Topics
- Three Year Calendar Items
 - Janet described the opportunity to move past a one-year calendar, and look at three-year planning
 - Items that don’t need to be done every year, but are opportunities for us to do soon, as they have not been done in a while:
 - Board evaluation
 - Review the By-Laws and Articles of Incorporation
 - Update the Board page on the website
 - Board education: make a schedule of topics, possibly have speakers

Board Calendar – Upcoming Events

- Next open board meeting: Wednesday, January 24, 2018 in Cedar Rapids

Farewell & Thank You to Janet Razbadouski for Her Years of Service on the Board

2017 Board Adjourns

Janet moved to adjourn; motion passed 6-0-0

Meeting adjourned at 20:16 pm

2018 Board Convenes

First open session meeting of 2018 called to order at 20:32 pm

Attendance

- Board members present: Caitlin, Calvin, Jon, Kelli, Wannette, Zara
- Board member absent: Patrick
- Staff attending: Craig, Linda, Matt, Allie, Shawn
- Owner(s) attending: Caroline Dieterle

Board Officer Nominations

- President – Cal nominated Caitlin, Zara seconded, Caitlin accepted; approved 6-0-0
- Vice President – Cal nominated Jon, Jon accepted; approved 6-0-0
- Treasurer – Zara nominated Cal, Cal accepted; approved 6-0-0
- Secretary – Zara nominate Kelli, Zara accepted to be the interim Secretary until Patrick is no longer serving as a consultant or someone decides to take it (he can't be an officer as long as he is employed or a consultant)

Committee Assignments – DRAFT to be confirmed at the next meeting, when Patrick is able to speak to his participation in the committees

- Finance (Treasurer)
 - Treasurer-Cal (Chair); Zara; Patrick
- Governance
 - Jon, Patrick?, Zara?

- Management Relations
 - Caitlin, Zara, Kelli
- Owner Relations
 - Wannette, Kelli, Cal
- Planning (President, VP)
 - President-Caitlin, VP- Jon, Wannette, Patrick?

Meeting Adjournment

Jon moved to adjourn; motion passed 6-0-0

Meeting adjourned at 20:57 pm